

TENNESSEE REGULATORY AUTHORITY

Pat Miller, Chairman
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2004 AUG 17 PM 2:27

T.R.A. DOCKET ROOM

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

August 13, 2004

Ms. EllenAnn G. Sands, Counsel
Nowalsky, Bronston & Gothard, LLP
3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 700002

Re: Application by Network US. d/b/a CA Affinity and Motion Telecom, Inc for Approval of
an Asset Purchase Agreement.
Our Docket 04-00242

Dear Ms. Sands,

In order to more fully analyze the above-referenced application in our Docket 04-00242, the Staff of the Tennessee Regulatory Authority requires more information. Please provide the information requested below by August 25, 2004. Consider this as Data Request No. 1. Your early response to these questions will enable us to act more timely.

1. What other states have you filed this petition with and what have been the results?
2. In what other states are Motion Telecom, Inc. and NUS certificated and are currently doing business in? List them separately.
3. Have you applied for approval from the FCC?
4. You state that this is a petition or application for an asset purchase agreement. Is NUS purchasing only the Motion Telecom assets in Tennessee and not the Company itself, or is this a transfer of control and ownership for Motion Telecom, Inc. nationwide? If not please explain.
5. If it is a transfer of control please provide pre-transaction corporate organization charts for both parties and also a post organization corporate chart.
6. Confirm that NUS will keep its CCN in its name and will continue to operate under its name for the foreseeable future.
7. How many customers does Motion Telecom have in Tennessee? How many customers will NUS have assuming Motion Telecom's customers all remain with NUS?

8. Assuming this is a transfer of control, when will it become effective?
9. Under which Tennessee Statutes or Authority Rules are you filing this application?

If you have any questions or comments, please call David McClanahan at 615-741-2904, ext. 177. Please respond by sending 13 copies to:

Ms Sharla Dillon, Docket Room
460 James Robertson Parkway
Nashville, Tn. 37243-0505

Sincerely,



Aster Adams, Chief
Competitive Markets & Policy Division

Cc: Ms. Barbara H. Vonderheid
Vonderheid Associates
8101 E. Dartmouth Ave. #95
Denver, Colorado, 80231

Sharla Dillon, Docket Manager
Tennessee Regulatory Authority

04-00242NUSDR